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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 48

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FIRST

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of October 1, 1972

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THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of October, 1972, between The First Pennsylvania Banking and Trust Company, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of October 1, 1970, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 48 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to Southern Pacific Transportation Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That The First Pennsylvania Banking and Trust Company, Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration of the sum of One Dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 48, the railroad equipment hereinafter described, to wit:

2            bulkhead flat cars lettered SP and  
              numbered 509722 and 509723.

TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all the terms and conditions of the Equipment Trust.

This First Supplement may be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with

the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE FIRST PENNSYLVANIA BANKING AND  
TRUST COMPANY, Trustee

By Wm. K. [Signature]  
Vice President

Attest: [Signature]  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By [Signature]  
Assistant Vice President and  
Assistant Treasurer

Attest: [Signature]  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

City and County of Philadelphia

)  
)  
) ss.

On this <sup>29<sup>th</sup></sup> day of *November*, 1972, before me personally  
appeared *A. M. Krayer* to me personally known, who,  
being by me duly sworn, says that he is Vice President of The First  
Pennsylvania Banking and Trust Company, that one of the seals affixed  
to the foregoing instrument is the corporate seal of said corporation,  
and that said instrument was signed and sealed on behalf of said  
corporation by authority of its Board of Directors, and he acknow-  
ledged that the execution of the foregoing instrument was the free  
act and deed of said corporation.

*Elizabeth J. Sabedra*

Notary Public, Philadelphia, Philadelphia Co.

My Commission Expires March 1, 1976

STATE OF CALIFORNIA

City and County of San Francisco ) ss.

On this 13<sup>th</sup> day of November, 1972, before me personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Assistant Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gene H. Ellinger